

2) On page 6, beginning on line 10 and ending on line 17, please replace the paragraph as originally filed with the following amended paragraph:

a2
Sub
C2

wherein each occurrence of M is independently CH₂, CHV, CHOH, or CV₂; each occurrence of Y is independently a covalent bond, -O-, -S- or N(R₁)₂, wherein R₁, for each occurrence, is independently hydrogen, aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl; wherein V is a halogen; each occurrence of x is independently 1-6, and in certain embodiments is 1 or 2; and each occurrence of R₁ is independently hydrogen, aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, alkylheteroaryl, a prodrug or pharmaceutically acceptable derivative; and wherein m is 1-3.

3) On page 15, beginning on line 19 and ending on line 30, please replace the paragraph as originally filed with the following amended paragraph:

a3
Sub
C5

"Phosphorus containing moiety" As used herein, the phrase, "phosphorus containing moiety" includes, but is not limited to, phosphonates, bisphosphonates, phosphonic acids, bisphosphonic acids, phosphonic acid amides, tri-substituted phosphines, phosphin oxides, phosphonothionates, phosphoric acids, esters of phosphoric acids to name a few, and substituted versions thereof, to name a few. In certain embodiments of the invention, phosphorus containing moieties include, but are not limited to, phosphorous moieties having the structure -P(X)YR_GYR_H, wherein X is independently an alkyl moiety, =O, =S; R_G and R_H, for each occurrence, are independently hydrogen, or substituted or unsubstituted aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl, and each occurrence of Y is independently a covalent bond, -O-, -S- or N(R₁)₂, wherein R₁, for each occurrence, is independently hydrogen, aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl;

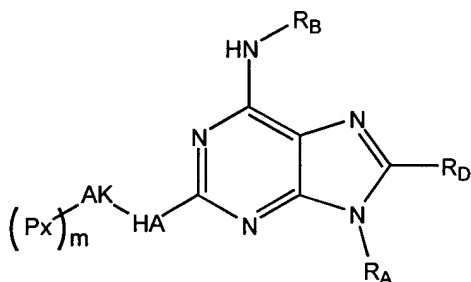
4) Starting on page 25, line 20, and ending on page 26, line 19, please replace the paragraph as originally filed with the following amended paragraph:

a4

Other compounds of special interest include those compounds having the

general structure:

contd.
a 4



wherein R_A is hydrogen, an aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl moiety; R_B is an aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl moiety; and R_D is hydrogen, halogen, an aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl moiety, or $-Z R_E$, wherein Z is $-O-$, $-S-$, or NR_F , wherein R_E is hydrogen, or an aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl moiety, and R_F is an aliphatic, heteroaliphatic, aryl, heteroaryl, alkylaryl, or alkylheteroaryl moiety, wherein in each of the foregoing groups each aliphatic, heteroaliphatic, alkylaryl, or alkylheteroaryl moiety may be branched or unbranched, cyclic or acyclic and substituted or unsubstituted, and each aryl and heteroaryl moiety may be substituted or unsubstituted;

wherein AK is a linear or branched, cyclic or acyclic, substituted or unsubstituted aliphatic or heteroaliphatic moiety; and

wherein HA is absent, $-O-$, $-S-$ or $-\text{NH}-$;

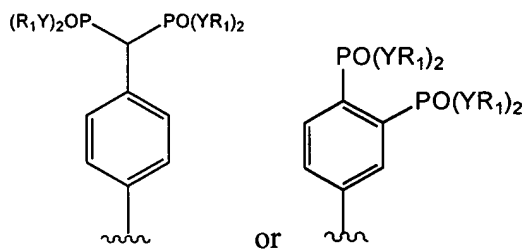
5) Starting on page 30, line 30 and ending on page 30, line 35, please replace the paragraph as originally filed with the following amended paragraph: ✓

a 5

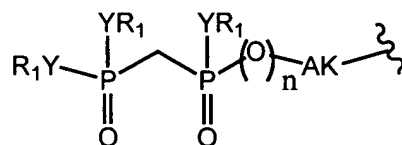
It will be appreciated that the inventive compounds as described above and herein can be prepared using a variety of synthetic techniques known in the art, and as described herein. In certain embodiments, combinatorial methods, either solution phase or solid phase are utilized, as described generally below and in more detail in the Exemplification section.

6) Starting on page 116, line 9, and ending on page 117, line 5, please replace the paragraph as originally filed with the following amended paragraph: ✓

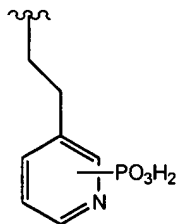
26 For example, compounds in which R_B is a moiety having the structure:



and those in which R_C is an amino moiety substituted with a group having the general structure:



wherein Y and R_1 are as defined herein, and AK is absent or is a linear or branched aliphatic moiety, wherein n is 0 or 1, and wherein R_A is an linear or branched, cyclic or acyclic aliphatic moiety, or is an aryl or alkylaryl moiety optionally substituted with one or more hydroxyl moieties, and wherein R_B is an aryl or heteroaryl moiety optionally substituted with one or more halogen atoms, as well as those in which R_C is -NH- substituted with a moiety having the structure:



have shown activities within these ranges.

7) Please replace claim 129 as originally filed with the following amended claim 129: ✓

27
Sub
C20
129. The compound of claim 125, wherein the aryl moiety is further substituted with 0-3 substituents selected from the group consisting of halogen, lower alkyl, lower alkenyl, aryl, heteroaryl, carbonyl, thiocarbonyl, ketone, aldehyde, amino, acylamino, amido, amidino, cyano, nitro, azido, sulfonyl, sulfoxido, sulfate, sulfonate, sulfamoyl, sulfonamido, phosphoryl, phosphorothioate, phosphonate, phosphinate, $-(CH_2)_p$ alkyl, $-(CH_2)_p$ alkenyl, $-(CH_2)_p$ alkynyl, -